

**AGENDA**  
**CORPORATIONS COMMITTEE**

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**LOS ANGELES AIRPORT MARRIOTT**  
**5855 WEST CENTURY BOULEVARD**  
**LOS ANGELES, CA 90045**

Friday, June 6, 2008  
9:30 a.m. to 12:30 p.m.

**I. ADMINISTRATIVE MATTERS [10 MIN.]**

1. Opening remarks and announcements: Mathews
2. Approval of Minutes - April and May meetings: Sostrin

**II. AGENCY AND LIAISONS' REPORTS [20 MIN.]**

1. Securities and Exchange Commission: Pollack
2. Department of Corporations: Monahan
3. Secretary of State: Vlaanderen
4. Office of Governmental Affairs: Bercovitch
5. BLS Committee liaison reports
  - ADR: Harmon
  - Cyberspace Law: Thompson
  - Financial Institutions: Occhiolini
  - Non-Profit Corporations: Froch
  - Partnerships and LLCs: Flanagan
  - UCC: Ortmeyer
  - Agribusiness: Wood
  - Insolvency: Serepca
  - Executive Committee: Hazen

**III. SUBCOMMITTEE REPORTS [90 MIN.]**

1. Legislation: Britt
  - AB 2944 Amendment to Section 309: Britt/Wood/Hernand/Harmon/Delfino/Occhiolini
  - SB 1550 Climate Change Disclosure Standards: Britt/Mathews/Ortmeyer/Hernand

- Second statement of position submitted to Legislative Subcommittee of Ex Com on 5/19/08.
  - Potential ALP re: Householding: Mathews/Britt
    - Revised ALP was approved at 4/4/08 Meeting. Submitted to Legislative Subcommittee of Ex Com on 4/8/08.
  - Corporation Regulation Clean-up Comment Letter: Britt
  - SB 294 Subcommittee Report: Harmon/Occhiolini/Deibert/Hernand
  - Name Change Comment Letter: Britt/Sorensen/Hernand
    - Submitted to Legislative Subcommittee of Ex Com on 3/16/08.
  - Potential ALP re: 301.5 and 25219 (“Name Change”):  
Hernand/Sorensen/Britt
  - SB 1409: Flanagan/Mathews
    - Unanimously approved by Senate and urgency clause adopted on 4/28/08. Bill now goes to the Assembly Banking and Finance Committee.
  - Proposed Rulemaking for Over the Counter Regs: Delfino
  - Legislation Update: Britt
  - S. 2450 – ABA request for letter of support to House Judiciary Committee members
  - S. 2956
2. Communications/Website: Deibert
- Website Subcommittee: Deibert/Wood/Harmon/Ortmeyer/Occhiolini
  - E-bulletin Topics: Deibert/Ortmeyer/Hernand
    - S. 186 Comment Letter on Attorney-Client Privilege: Wood
    - Business Entity Names: Thompson/Mathews
    - Changes to Rule 144: Deibert
    - Reg D Amendments: Deibert/Gadol
    - SB 1409
    - SB 1550 and AB 2944 Comment Letters
    - Other Ideas
3. Education/Publications: Dibble
- Webinars
    - Legal Ethics Webinar report
    - Comparison of Fiduciary Duties of For-Profit and Non-Profit Corporation Directors
    - Other Webinars

- Annual Meeting Program Topic – Update on Corporate Law Developments: Dibble/Britt/Flanagan/Crandall
  - Other Program Topics
  - BLN Article (due 6/30/08)
4. Corporate Law Departments Report: Ortmeier
  5. Litigation: Ortmeier

#### **IV. ONGOING PROJECTS [30 MIN.]**

1. Business Entity Name Issues: Thompson/Mathews
2. Privilege Issues
  - ABA Task Force on Attorney-Client Privilege: Froch
  - Progress on S.186 and Rule 502: Wood
  - Office of Rural Legal Assistance: Deibert

#### **V. NEW BUSINESS [30 MIN.]**

1. Treasury Regulations on Financial Institutions Blueprint: Occhiolini